EXHIBIT F

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PROSPECTUS SUPPLEMENT
(To prospectus dated August 31, 2001)

$1,500,000,000

TYCO INTERNATIONAL GROUP S.A.

$1,500,000,000 6.375% Notes due 2011

Fully and Unconditionally Guaranteed by

[LOGO OF TYCO]

Our 6.375% notes due 2011 will mature on October 15, 2011. Interest on the notes is payable on April 15 and October 15 of each year, beginning on April 15, 2002.

We may redeem the notes prior to maturity, in whole or in part, at a redemption price equal to the greater of the principal amount of the notes and the make-whole price described under "Description of the Notes and the Guarantees" in this prospectus supplement, plus, in each case, accrued and unpaid interest. We do not intend to list the notes on any securities exchange.

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	Price to Public(1)	Underwriting Discounts	Proceeds, Before Expenses, to Us
Per Note	99.97%	0.65%	99.32%
Total	$1,499,550,000	$9,750,000	$1,489,800,000

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(1) Plus accrued interest from October 26, 2001, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through The Depository Trust Company on or about October 26, 2001.

Joint Book-Running Managers

Bear, Stearns & Co. Inc.

Credit Suisse First Boston

Senior Co-Managers

ABN AMRO Incorporated
JPMorgan
Merrill Lynch & Co.

Banc of America Securities LLC
Lehman Brothers
Morgan Stanley

Junior Co-Managers

BNY Capital Markets, Inc.
Scotia Capital

McDonald Investments Inc.
TD Securities

The date of this prospectus supplement is October 23, 2001.

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FORWARD LOOKING INFORMATION

Certain statements contained in or incorporated by reference into this ocument are "forward looking statements" within the meaning of the United ates Private Securities Litigation Reform Act of 1995. All forward looking statements involve risks, uncertainties and contingencies, many of which are beyond the control of the Company and Tyco, which may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. All statements contained or incorporated by reference that are not clearly historical in nature are forward looking. When used in this document, the words "anticipate," "believe," "expect," "estimate" and similar expressions are generally intended to identify forward looking statements. Examples of forward looking statements include any statements regarding the consummation and benefits of future acquisitions, as well as expectations with respect to future sales and other results of operations, operating efficiencies and product expansion. Factors that might affect such forward looking statements include, among other things:

- overall economic and business conditions;
- the demand for the Company's and Tyco's goods and services;
- competitive factors in the industries in which the Company and Tyco compete;
- changes in U.S. and non-U.S. government regulations;
- changes in tax requirements (including tax rate changes, new tax laws and revised tax law interpretations);
- results of litigation;
- interest rate fluctuations and other capital market conditions, including foreign currency rate fluctuations;
- economic and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital

across borders;

- the ability to achieve anticipated synergies in connection with recent acquisitions, including Tyco's acquisition of Tyco Capital Corporation;

- the timing, impact and other uncertainties of future acquisitions by Tyco; and

- the timing of construction and the successful operation of the TyCom Global Network by Tyco's majority owned subsidiary, TyCom Ltd., Tyco's undersea cable communications business.

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TYCO

Tyco is a diversified manufacturing and service company that, through its subsidiaries:

- designs, manufactures and distributes electrical and electronic components and multi-layer printed circuit boards;

- designs, manufactures and distributes disposable medical supplies and other specialty products;

- designs, manufactures, installs and services fire detection and suppression systems, installs, monitors and maintains electronic security systems and designs, manufactures, distributes and services specialty valves;

- designs, engineers, manufactures, installs, operates and maintains undersea cable communications systems; and

- offers vendor, equipment, commercial, factoring, consumer and structured financing and leasing capabilities through its indirect wholly-owned subsidiary, Tyco Capital Corporation.

Tyco operates in more than 100 countries around the world and had revenues for its fiscal year ended September 30, 2001 in excess of $36 billion.

Tyco's strategy is to be the low-cost, high quality producer and provider in each of its markets. It promotes its leadership position by investing in its existing businesses, developing new markets and acquiring complementary businesses and products. Combining the strengths of its existing operations and its business acquisitions, Tyco seeks to enhance shareholder value through increased earnings per share and strong cash flows.

Tyco reviews acquisition opportunities in the ordinary course of business, some of which may be material and some of which are currently under investigation, discussion or negotiation. There can be no assurance that any of these acquisitions will be consummated.

Tyco's common shares are listed on the New York Stock Exchange and the Bermuda Stock Exchange under the symbol "TYC" and on the London Stock Exchange under the symbol "TYI."

Tyco is a Bermuda company whose registered and principal executive offices are located at The Zurich Centre, Second Floor, 90 Pitts Bay Road, Pembroke HM 08, Bermuda, telephone number (441) 292-8674. The executive offices of Tyco's principal United States subsidiaries are located at One Tyco Park, Exeter, New Hampshire 03833, and the telephone number there is (603) 778-9700.

For additional information regarding the business of Tyco, please see Tyco's Form 10-K and other filings of Tyco with the SEC, which are incorporated by reference into this document.

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THE COMPANY

Tyco International Group S.A. was formed as a Luxembourg corporation on March 30, 1998, as a wholly-owned subsidiary of Tyco. The registered and principal offices of the Company are located at 6, avenue Emile Reuter, 2nd Floor, L-2420 Luxembourg, and its telephone number is (352) 464-340-1. The Company is a holding company whose only business is to own indirectly a substantial portion of the operating subsidiaries of Tyco and to perform treasury operations for Tyco companies. Otherwise, it conducts no independent business.

RECENT DEVELOPMENTS OF TYCO

On October 18, 2001, Tyco announced that a subsidiary of Tyco has accepted for exchange all shares properly tendered in the offer for the outstanding common shares of Sensormatic Electronics Corporation ("Sensormatic"). Through October 17, 2001, a total of approximately 84 million Sensormatic common shares were tendered in the offer. The exchange ratio for the offer is 0.5189 of a Tyco common share for each Sensormatic common share. Tyco also announced that the offering period had been further extended to November 7, 2001. As soon as practicable after the expiration of the offer and the conversion or redemption of all Sensormatic preferred shares, Sensormatic will be merged into a wholly-owned subsidiary of Tyco. In the merger, stockholders will receive the same consideration of 0.5189 of a Tyco common share per Sensormatic common share as received by stockholders who have tendered their shares in the offer.

On October 18, 2001, Tyco announced its results for the fourth quarter and fiscal year ended September 30, 2001. Revenues before non-recurring items and the adoption of Staff Accounting Bulletin No. 101 ("SAB 101") for the quarter rose 29% to $10.08 billion compared with last year's $7.80 billion. Diluted earnings per share before non-recurring items, extraordinary items and the adoption of SAB 101 for the fourth quarter of fiscal 2001 were $0.86, a 34% increase over earnings of $0.64 per diluted share in the fourth quarter of fiscal 2000. After giving effect to such items, revenues for the fourth quarter of fiscal 2001 were $10.01 billion compared to $9.57 billion in the fourth quarter of fiscal 2000 and diluted earnings per share for the fourth quarter of fiscal 2001 were $0.70 per share, compared to $1.12 diluted earnings per share in the fourth quarter of fiscal 2000. Included in the prior year's $1.12 is $0.59 resulting from a non-recurring gain on the issuance of shares by a subsidiary.

Revenues before non-recurring items and the adoption of SAB 101 for the year ended September 30, 2001 increased to $36.29 billion, 25% higher than last year's $28.93 billion. Diluted earnings per share before non-recurring charges and credits and extraordinary items, and the adoption of SAB 101, for the year rose to $2.81 per diluted share, or $5.15 billion, a 29% increase over last year's diluted per share earnings of $2.18, or $3.73 billion. After giving effect to such items, revenues for fiscal 2001 were $36.39 billion compared to $30.69 billion in fiscal 2000, and diluted earnings per share for fiscal 2001 were $2.17, or $3.97 billion, compared to $2.64, or $4.52 billion, in fiscal 2000. Included in the current year's results of $2.17 is a non-recurring charge of $0.36 for the cumulative effect of adopting SAB 101. Included in the prior year's $2.64 is $0.59 resulting from a non-recurring gain on the issuance of shares by a subsidiary.

The quarterly segment profits and margins for Tyco's Electronics, Healthcare and Specialty Products, Fire and Security Services, and Telecommunications businesses that are presented in the discussion below are operating profits before non-recurring items, goodwill amortization and the adoption of SAB 101. Results for Tyco's Tyco Capital business are pre-tax profits before goodwill amortization.

Revenues at Tyco Electronics decreased 9% to $2.95 billion and operating profits decreased 6% to $769.5 million; however, operating profits as a percentage of revenues increased from 25% in the fiscal 2000 fourth quarter to 26% in the fiscal 2001 fourth quarter. Revenues at Tyco Healthcare and Specialty Products increased 40% to $2.34 billion and operating profits increased 51% to $609.3 million and increased as a percentage of revenues from 24% in the fiscal 2000 fourth quarter to 26% in the fiscal 2001 fourth quarter. Revenues at Tyco Fire and Security Services increased 36% to $3.12 billion, operating profits increased 51% to $662.3 million and

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increased as a percentage of revenues from 19% in the fiscal 2000 fourth quarter to 21% in the fiscal 2001 fourth quarter. Revenues at Tyco Telecommunications decreased 71% to $173.2 million, and segment operating profits decreased 35% to $94.0 million. TyCom's overall revenues decreased due to delays in the timing of third-party systems projects and capacity sales on the TyCom Global Network. The shortfall in revenue related to third-party system sales is primarily caused by a deferral of revenue recognition for the C2C project. During the quarter, C2C was required to seek outside financing to fill a funding gap caused by the bankruptcy filing of a major customer of C2C. Full financing for the project is anticipated to be in place during the first fiscal quarter of 2002. Revenues at Tyco Capital were $1.50 billion and pre-tax earnings were $367.4 million in the fiscal 2001 fourth quarter.

On October 18, 2001, Tyco announced that it intends to pay the purchase price for any Liquid Yield Option(TM) Notes due 2020 (Zero Coupon--Senior) it is required to repurchase as of November 17, 2001 entirely in cash. Holders of the LYONs have the right to require Tyco to repurchase all or a portion of the holders' LYONs as of November 17, 2001.

On October 19, 2001, Tyco announced that TyCom Ltd. and a wholly-owned subsidiary of Tyco had executed a definitive agreement under which the subsidiary and TyCom will amalgamate and each outstanding TyCom common share not owned by Tyco or any of its subsidiaries will be converted into the right to receive 0.3133 of a Tyco common share. Upon completion of the amalgamation, Tyco will have acquired the outstanding 11% minority interest in TyCom representing approximately 56 million TyCom common shares. Tyco currently holds approximately 89% of all TyCom common shares, and acquiring the outstanding minority shares would bring TyCom back into the Tyco International Ltd. corporate structure as a wholly-owned subsidiary.

USE OF PROCEEDS

We estimate that the net proceeds from this offering will be approximately $1.49 billion, after deducting the underwriting discount and certain offering expenses. We will use the net proceeds to repay a portion of the borrowings under our $5.855 billion commercial paper program which is backed by a long-term credit facility. As of October 19, 2001, there was $5.01 billion outstanding under this program, which bears interest at a weighted average rate of 2.75% and has current maturities of up to 104 days. For more information, see "Capitalization of Tyco." Pending the application of the net proceeds, we expect to invest the net proceeds from this offering in short-term

interest-bearing securities.

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CAPITALIZATION OF TYCO

The following table sets forth the consolidated capitalization of Tyco at June 30, 2001:

(1) on an actual basis;

(2) on a pro forma basis to give effect to:

- changes in amounts outstanding under Tyco's $5.855 billion commercial paper program through October 19, 2001, primarily as a result of cash borrowings made to pay for acquisitions, such as the acquisition on July 3, 2001 of the electronic security systems businesses of Cambridge Protection Industries, L.L.C., which includes SecurityLink, and the repurchase of treasury shares;

- the issuance of $500 million floating rate notes due 2003, $600 million 4.95% notes due 2003 and $700 million 5.80% notes due 2006 in July 2001 for aggregate net proceeds of approximately $1,787.9 million;

- the issuance of approximately 43.4 million common shares through October 19, 2001 as a result of the acquisition of Sensormatic Electronics Corporation;

- the repayment of a $400 million intercompany note payable to Tyco Capital from Tyco Industrial and the issuance of an additional $200 million note payable to Tyco Capital; and

- changes in amounts outstanding under Tyco Capital's commercial paper program and changes in the amounts outstanding of Tyco Capital's variable-rate senior notes and fixed-rate senior notes through October 19, 2001; and

(3) as adjusted to give effect to the issuance of the notes offered hereby and the application of the net proceeds from their sale.

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	June 30, 2001		
	Actual	Pro Forma	A
	($ in millions, except s		
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Loans payable and current maturities of long-term debt:			
Tyco Industrial			
Fixed-rate senior notes	$ 299.9	$ 299.9	
Note payable to Tyco Capital	400.0	200.0	
Other	418.7	418.7	
Total	1,118.6	918.6	
Tyco Capital (1)			
Commercial paper			

U.S.	8,692.5	8,902.5
Non-U.S.	463.3	286.2
Variable-rate senior notes	5,185.0	3,885.0
Fixed-rate senior notes	2,887.9	1,987.9
Fixed-rate subordinated notes	100.0	100.0
Total	17,328.7	15,161.6
Eliminations	(400.0)	(200.0)
Consolidated loans payable and current maturities of long-term debt	$18,047.3	$15,880.2
Long-term debt:		
Tyco Industrial		
Commercial paper		
U.S.	$ 3,816.6	$ 5,011.0
Non-U.S.	23.3	23.3
Variable-rate senior notes	--	497.5
Fixed-rate senior notes	8,609.7	9,900.1
Zero coupon convertible senior debentures	5,750.3	5,750.3
Zero coupon convertible subordinated debentures	31.1	31.1
Other	375.1	375.1
Total	18,606.1	21,588.4
Tyco Capital (1)		
Variable-rate senior notes	4,671.3	5,671.3
Fixed-rate senior notes	14,758.7	14,716.9
Total	19,430.0	20,388.2
onsolidated long-term debt	38,036.1	41,976.6
ndatorily redeemable preference shares	260.0	260.0
Shareholders' equity:		
Preference shares, $1 par value, 125,000,000 authorized, none issued	--	--
Common shares, $0.20 par value, 2,500,000,000 shares authorized; 1,935,521,933 shares outstanding (1,978,916,943 shares outstanding on a pro forma and as adjusted basis), net of 8,235,528 shares owned by subsidiaries (2)	387.1	395.8
Capital in excess:		
Share premium	7,899.8	7,899.8
Contributed surplus, net of deferred compensation of $200.3	12,459.6	14,757.3
Accumulated earnings	11,692.8	11,692.8
Accumulated other comprehensive loss	(1,252.1)	(1,252.1)
Total shareholders' equity	31,187.2	33,493.6
Total capitalization	$69,483.3	$75,730.2

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(1) Tyco Capital's senior notes and commercial paper, which have been issued by Tyco Capital Corporation (formerly The CIT Group, Inc), have a priority position over other obligations of Tyco Capital. Tyco Capital's debt is not an obligation of Tyco Industrial, and Tyco International Ltd. has not guaranteed this debt.

(2) Includes 7,040,905 common shares representing the assumed conversion of 10,193,868 exchangeable shares of CIT Exchangeco Inc., a wholly-owned subsidiary of Tyco, at 0.6907 of a Tyco common share per exchangeable share.

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF TYCO(1)

The following table sets forth selected consolidated financial information of Tyco for the nine months ended June 30, 2001 and 2000, the fiscal years ended September 30, 2000, 1999 and 1998, the nine months ended September 30, 1997, and the year ended December 31, 1996. The selected financial information for the nine months ended June 30, 2001 and 2000 was derived from the unaudited Consolidated Financial Statements included in Tyco's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2001. The data presented for the nine months ended June 30, 2001 and 2000 are unaudited and, in the opinion of Tyco's management, include all adjustments, consisting of normal recurring adjustments, necessary for the fair presentation of such data. Tyco's results for the nine months ended June 30, 2001 are not necessarily indicative of the results to be expected for the fiscal year ended September 30, 2001. The selected financial information for the fiscal years ended September 30, 2000, 1999 and 1998 was derived from the audited Consolidated Financial Statements included in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000. The selected financial information for the nine months ended September 30, 1997 was derived from the audited Consolidated Financial Statements included in Tyco's Annual Report on Form 10-K/A filed on June 26, 2000. The selected financial information for the year ended December 31, 1996 was derived from the audited Consolidated Financial Statements included in Tyco's Current Report on Form 8-K filed on June 3, 1999.

The information should be read in conjunction with the historical financial statements and related notes contained in the annual, quarterly and other reports filed by Tyco with the SEC.

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	Nine Months Ended June 30,		Year Ended September 30,		
	2001(2)	2000(3)	2000(3)	1999(4)	1998(5)
	(Unaudited)		(in millions, except per shar		
<S>	<C>	<C>	<C>	<C>	<C>
Consolidated Statements of Operations Data:					
Total revenues..............................	$ 26,549.7	$21,126.5	$30,691.9	$22,496.5	$19,061.7
Income (loss) from continuing operations....	3,376.7	2,610.0	4,520.1	1,067.7	1,168.6
Income (loss) from continuing operations per common share(10):					
Basic..................................	1.91	1.55	2.68	0.65	0.74
Diluted................................	1.89	1.52	2.64	0.64	0.72
Cash dividends per common share(10).........				See (11) below.	
Consolidated Balance Sheet Data (End of Period):					
Total assets................................	$106,892.8		$40,404.3	$32,344.3	$23,440.7
Long-term debt..............................	38,036.1		9,461.8	9,109.4	5,424.7
Manditorily redeemable preference shares....	260.0		--	--	--
Total shareholders' equity..................	31,187.2		17,033.2	12,369.3	9,901.8

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(1) On April 2, 1999, October 1, 1998, August 29, 1997 and August 27, 1997, Tyco merged with AMP Incorporated, United States Surgical Corporation, Keystone International, Inc. and Inbrand Corporation, respectively. On July 2, 1997, Tyco, formerly called ADT Limited, merged with Tyco International Ltd., a Massachusetts corporation at the time ("Former Tyco"). These five combinations were accounted for under the pooling of interests method of accounting. As such, the consolidated financial data presented above include the effect of the mergers, except for the period prior to January 1, 1997,

which does not include Inbrand due to immateriality.

(2) Income from continuing operations in the nine months ended June 30, 2001 includes a charge of $184.3 million for the write-off of purchased in-process research and development, net charges of $86.9 million, of which $78.8 million is included in cost of sales, for restructuring and other non-recurring items, a charge of $27.9 million for the impairment of long-lived assets, a net gain of $276.6 million on the sale of businesses and investments and a net gain of $64.1 million on the sale of shares of a subsidiary. Income from continuing operations in the nine months ended June 30, 2000 includes charges of $99.0 million for the

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impairment of long-lived assets and a net credit of $81.3 million, of which net charges of $1.0 million is included in cost of sales, for merger, restructuring and other non-recurring items. See Notes 2, 7 and 8 to the Consolidated Financial Statements contained in Tyco's quarterly report on Form 10-Q for the quarterly period ended June 30, 2001, which is incorporated by reference in this document.

(3) Income from continuing operations in the fiscal year ended September 30, 2000 includes a net charge of $176.3 million, of which $1.0 million is included in cost of sales, for restructuring and other non-recurring charges, and charges of $99.0 million for the impairment of long-lived assets. See Notes 12 and 16 to the Consolidated Financial Statements contained in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000, which is incorporated by reference in this document. Income from continuing operations for the fiscal year ended September 30, 2000 includes a one-time pre-tax gain of $1,760.0 million related to the issuance of common shares by a subsidiary. See Note 15 to the Consolidated Financial Statements contained in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000.

(4) Income from continuing operations in the fiscal year ended September 30, 1999 includes charges of $1,035.2 million for merger, restructuring and other non-recurring charges, of which $106.4 million is included in cost of sales, and charges of $507.5 million for the impairment of long-lived assets related to the mergers with U.S. Surgical Corporation and AMP and AMP's profit improvement plan. See Notes 12 and 16 to the Consolidated Financial Statements contained in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000.

(5) Income from continuing operations in the fiscal year ended September 30, 1998 includes charges of $80.5 million primarily related to costs to exit certain businesses in U.S. Surgical Corporation's operations and restructuring charges of $12.0 million related to the continuing operations of U.S. Surgical Corporation. In addition, AMP recorded restructuring charges of $185.8 million in connection with its profit improvement plan and a credit of $21.4 million to restructuring charges representing a revision of estimates related to its 1996 restructuring activities. See Note 16 to the Consolidated Financial Statements contained in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000.

(6) In September 1997, Tyco changed its fiscal year end from December 31 to September 30. Accordingly, the nine-month transition period ended September 30, 1997 is presented.

(7) Loss from continuing operations in the nine months ended September 30, 1997 includes charges related to merger, restructuring and other non-recurring costs of $917.8 million and impairment of long-lived assets of $148.4

million primarily related to the mergers and integration of ADT, Former Tyco, Keystone, and Inbrand, and charges of $24.3 million for litigation and other related costs and $5.8 million for restructuring charges in U.S. Surgical Corporation's operations. The results for the nine months ended September 30, 1997 also include a charge of $361.0 million for the write-off of purchased in-process research and development related to the acquisition of the submarine systems business of AT&T Corp.

(8) Prior to their respective mergers, ADT, Keystone, U.S. Surgical Corporation and AMP had December 31 fiscal year ends and Former Tyco had a June 30 fiscal year end. The selected consolidated financial data have been combined using a December 31 fiscal year end for ADT, Keystone, Former Tyco, U.S. Surgical Corporation and AMP for the year ended December 31, 1996.

(9) Income from continuing operations in 1996 includes non-recurring charges of $744.7 million related to the adoption of Statement of Financial Accounting Standards No. 121 "Accounting for the Impairment of Long-Lived Assets to be Disposed Of," $237.3 million related principally to the restructuring of ADT's electronic security services business in the United States and the United Kingdom, $98.0 million to exit various product lines and manufacturing operations associated with AMP's operations and $8.8 million of fees and expenses related to ADT's acquisition of Automated Security (Holdings) plc, a United Kingdom company.

(10) Per share amounts have been retroactively restated to give effect to the mergers with Former Tyco, Keystone, Inbrand, U.S. Surgical Corporation and AMP; a 0.48133 reverse stock split (1.92532 after giving effect to the subsequent stock splits) effected on July 2, 1997; and two-for-one stock splits distributed on October 22, 1997 and October 21, 1999, both of which were effected in the form of a stock dividend.

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(11) Tyco has paid a quarterly cash dividend of $0.0125 per common share since July 2, 1997, the date of the Former Tyco/ADT merger. Prior to the merger with ADT, Former Tyco had paid a quarterly cash dividend of $0.0125 per share of common stock since January 1992. ADT had not paid any dividends on its common shares since 1992. U.S. Surgical Corporation paid quarterly dividends of $0.04 per share in the year ended September 30, 1998 and the nine months ended September 30, 1997 and aggregate dividends of $0.08 per share in 1996. AMP paid dividends of $0.27 per share in the first two quarters of the year ended September 30, 1999, $0.26 per share in the first quarter and $0.27 per share in the last three quarters of the year ended September 30, 1998, $0.26 per share in each of the three quarters of the nine months ended September 30, 1997 and aggregate dividends of $1.00 per share in 1996. The payment of dividends by Tyco in the future will depend on business conditions, Tyco's financial condition and earnings and other factors.

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DESCRIPTION OF THE NOTES AND THE GUARANTEES

The notes offered by this prospectus supplement will be issued under an denture dated as of June 9, 1998, as supplemented by supplemental indenture . 20, among the Company, Tyco and The Bank of New York, as trustee. Information about the indenture and the general terms and provisions of the notes is contained in the accompanying prospectus under "Description of the Debt Securities and the Guarantees." The following description is subject to